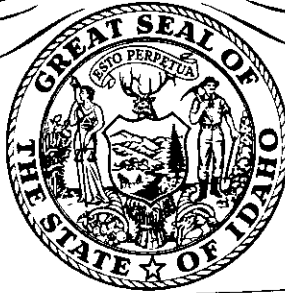


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### IDAHO FEED AND GRAIN ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Fifth** day of **September**, A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **120** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **September**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO FEED AND GRAIN  
ASSOCIATION, INC.

---

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States, residents of the State of Idaho, and of legal age, do hereby voluntarily associate ourselves together for the purpose of forming and incorporating a non-profit organization, under and by virtue of the provisions of Chapter 10, Title 30 of the State of Idaho Code, and hereby make, subscribe and execute the following Articles of Incorporation of said association, and we hereby certify:

ARTICLE I

NAME

The name of this corporation is IDAHO FEED AND GRAIN ASSOCIATION, INC.

ARTICLE II

PURPOSES AND POWERS

This corporation is a non-profit organization formed for benevolent, charitable, educational and fraternal purposes, and especially as follows:

1. To secure, perpetuate and promote the general welfare of the feed and grain dealers of the state of Idaho and surrounding and adjoining territory; to inculcate just and equitable principles of trade; to create a high standard of ethics among the members of the Corporation.

2. To encourage a closer acquaintance and interchange of thought and opinion by acquiring, correlating, analyzing and disseminating useful business information among its members; to conduct a service program of an educational and instructive nature concerning improvements in the techniques of the feed and grain business; to better the conditions of those engaged in this business, and to aid in the development of a higher degree of efficiency in the conduct of their businesses, all for the use and benefit of feed and grain dealers and the general public; to provide an office and meeting place and other

facilities necessary or desirable for carrying out the above purposes and for the use and benefit of feed and grain dealers and the general public.

3. To purchase or otherwise acquire, and to hold, own and exercise all rights and ownership in real estate and personal property, and to sell or transfer said real estate and personal property, to erect buildings or other structures necessary and proper for the carrying out of said purposes herein mentioned, and to enter into all contracts or agreements necessary to the conduct of its affairs.

4. To cooperate with other state and national groups and with non-feed and grain organizations, such as educational organizations, farm organizations, Chambers of Commerce, on matters of common interest that affect the conduct of the feed and grain industry; and on programs that strengthen and develop the state's agricultural and industrial economy.

5. To carry into effect any one or more of the purposes hereinabove set forth, and to that end, to do any one or more of the acts and things aforesaid, and likewise any and all acts and things necessary or incidental thereto, and in conducting or carrying on its operations and for the purpose of promoting or furthering any one or more of its said purposes, to exercise any or all of the above powers hereinabove set forth in this Article and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent, or otherwise.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

### ARTICLE III

#### PLACE OF BUSINESS

The location of the principal office of the Association shall be any place designated by the Board of Directors. The registered office of the association shall be Boise, Ada County, State of Idaho.

ARTICLE IV

TIME OF EXISTENCE

The time for which this corporation shall exist shall be perpetual.

ARTICLE V

CAPITAL STOCK

This corporation does not have, and shall not have, any capital stock; neither shall it issue capital stock to its members, or certificates representing capital stock, and this corporation shall not be operated for pecuniary profit.

ARTICLE VI

MEMBERSHIP

This association shall, by its By-Laws be empowered to determine and regulate the qualifications of its members and the fees or dues for admission as provided by section 30-1004 Idaho code. The organization shall be sustained by the payment, by each member, of an annual membership fee and shall be empowered to issue such certificates or evidence of membership as may be lawfully authorized by its By-Laws, and the rights and interests of all members shall be equal.

The officers and members of this corporation shall not be individually or personally liable for any debts or liabilities of the corporation except as to the extent of the amount of dues or membership fees unpaid by such member or members.

ARTICLE VII

DIRECTORS

The number of directors of this corporation shall not be less than nine (9) nor more than twenty-four (24), and the term of office, qualifications of directors and manner of election shall be provided for in the By-Laws.

IN WITNESS WHEREOF, We, as incorporators and members have subscribed our names, adding thereto our respective post office addresses, this 31 day of August, 1962:

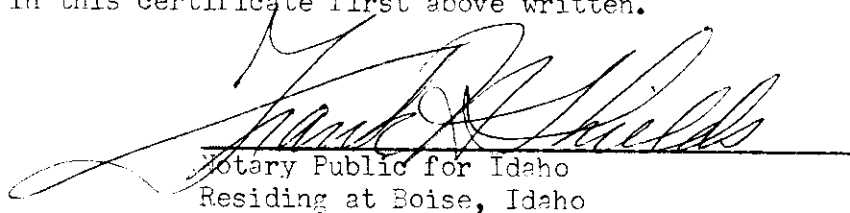
as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Wither	2505 W. Kinney St. Boise, Ida.
L. H. Haslam	Box 1121 Twin Falls Idaho.
Shouli Roney	Route 4 Buhl, Idaho
Myrtle David	307 Amber-Pl. 6
D. Jones	Caldwell, Idaho
Geo. E. Kellogg	1405 Maple Caldwell, Ida.
P. J. Bol	Box 669 Nampa, Idaho
	2524 Fry St., Boise, Idaho

STATE OF IDAHO )  
 ) ss  
County of Ada )

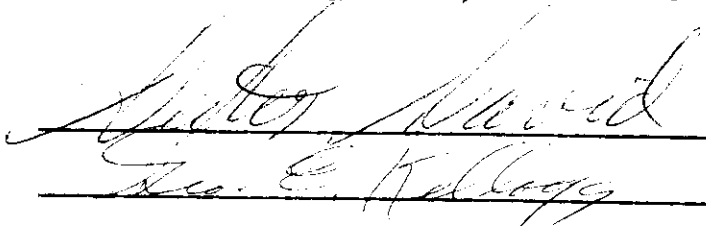
On this 31 day of August, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared Julian Melve, L. F. Carlson, Thorlief Hansen, Victor David, L. J. Jones, George Kellogg and Peter Sol, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

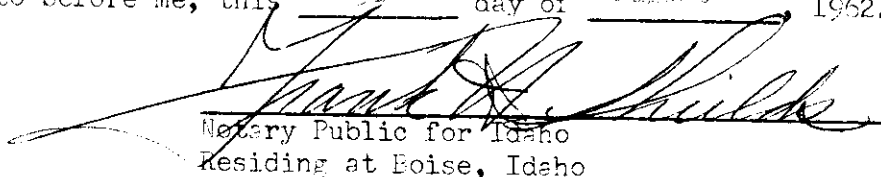
  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO )  
 ) ss  
County of Ada )

Victor David and George Kellogg, being first duly sworn upon oath, state: That they are the Chairman and Secretary, respectively, and were the officers conducting the election of the foregoing named Board of Directors; that they have each read the foregoing statement as to the election of directors of the corporation, and that the same is true and correct.

  
\_\_\_\_\_  
\_\_\_\_\_  
Victor David  
George Kellogg

Subscribed and sworn to before me, this 31 day of August, 1962.

  
Notary Public for Idaho  
Residing at Boise, Idaho